Exhibit 12

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2000

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 1-9898

ORGANOGENESIS INC.
(Exact name of registrant as specified in its charter)

DELAWARE	04-2871690
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification number)
150 DAN ROAD, CANTON, MA	02021
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (781) 575-0775

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes (X) No ( )

The number of shares outstanding of registrant's Common Stock, par value $.01 per share, at August 1, 2000 was 34,184,583 shares (excluding treasury shares).

ORGANOGENESIS INC.

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In this report, "Organogenesis" "we" "us" and "our" refer to Organogenesis Inc.

* No information provided due to inapplicability of item

PART I - FINANCIAL INFORMATION
Item 1 - Financial Statements

ORGANOGENESIS INC.

Consolidated Balance Sheets
(In thousands, except share data)

	December 31, 1999	June 30, 2000
		(unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 5,727	$ 18,351
Investments	6,712	4,015
Inventory	906	863
Receivable from related party	985	545
Other current assets	643	1,176
Total current assets	14,973	24,950
Property and equipment -		
Less accumulated depreciation of $11,080 and $11,966	11,731	12,723
Other assets	601	539
Total Assets	$ 27,305	$ 38,212
Liabilities		
Current liabilities:		
Accounts payable	$ 1,378	$ 696
Accrued expenses	3,438	2,745
Other current liabilities	602	-
Series C redeemable convertible preferred stock	6,180	-
Current portion of term loan	394	1,182
Total current liabilities	11,992	4,623
Long-term convertible debt	17,953	18,134
Term loan	4,334	3,546
Commitments (see notes)		
Stockholders' Equity (Deficit)		
Common stock, par value $.01; authorized 80,000,000 shares:		
Issued 30,689,019 and 34,241,048 shares as of December 31, 1999 and June 30, 2000, respectively	307	342
Additional paid-in capital	122,890	150,471
Accumulated deficit	(129,367)	(138,100)
Treasury stock at cost, 85,000 shares at December 31, 1999 and June 30, 2000	(804)	(804)
Total stockholders' equity (deficit)	(6,974)	11,909
Total Liabilities and Stockholders' Equity (Deficit)	$ 27,305	$ 38,212

The accompanying notes are an integral part of the consolidated financial statements.

ORGANOGENESIS INC.

Consolidated Statements of Operations
(Unaudited, in thousands, except share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	1999	2000	1999	2000
REVENUES:				
Research and development support from related party	$ -	$ 5,000	$ -	$ 5,000
Product sales to related party and others	506	685	825	1,331
Other income	118	344	286	595
Interest income	314	389	507	576
Total Revenues	938	6,418	1,618	7,502
COSTS AND EXPENSES:				
Cost of product sales to related party and others	1,126	1,243	1,730	2,434
Research and development	4,442	4,682	8,931	9,000
General and administrative	1,654	2,072	3,168	3,854
Non-cash purchase of incomplete technology	900	-	900	-
Interest expense-net	405	468	405	947
Total Costs and Expenses	8,527	8,465	15,134	16,235
Net loss	$ (7,589)	$ (2,047)	$ (13,516)	$ (8,733)
Net loss per common share - basic and diluted	$(0.25)	$(0.06)	$(0.44)	$(0.27)
Weighted average number of common shares outstanding - basic and diluted	30,468,876	34,043,931	30,460,791	32,653,389

The accompanying notes are an integral part of the consolidated financial statements.

ORGANOGENESIS INC.

Consolidated Statements of Cash Flows
(Unaudited, in thousands)

	For the Six Months Ended June 30,	
	1999	2000
Cash flows from operating activities:		
Net loss	$(13,516)	$(8,733)
Adjustments to reconcile net loss to cash flows used in operating activities:		
Depreciation	869	886
Amortization of warrants and deferred debt issuance costs relating to long-term convertible debt	113	243
Issuance of treasury stock for purchase of incomplete technology	900	-
Issuance of common stock for interest on convertible debt	-	696
Changes in assets and liabilities:		
Inventory	(50)	43
Other current assets and receivable from related party	(697)	(93)
Accounts payable	(562)	(682)
Accrued expenses and other current liabilities	298	(1,295)
Cash used in operating activities	(12,645)	(8,935)
Cash flows from investing activities:		
Capital expenditures	(3,690)	(1,878)
Purchases of investments	(19,000)	-
Sales and maturities of investments	15,439	2,697
Cash provided by (used in) investing activities	(7,251)	819
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of long-term convertible debt	20,000	-
Deferred debt issuance costs	(575)	-
Preferred stock redeemed in cash	-	(6,180)
Proceeds from sale of common stock - net	-	15,930
Proceeds from exercise of stock options	218	10,990
Purchase of treasury stock	(748)	-
Cash provided by financing activities	18,895	20,740
Increase (decrease) in cash and cash equivalents	(1,001)	12,624
Cash and cash equivalents, beginning of period	5,052	5,727
Cash and cash equivalents, end of period	$ 4,051	$18,351
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid in cash during the period	$ -	$ 164

The accompanying notes are an integral part of the consolidated financial statements.

ORGANOGENESIS INC.

Notes to Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements of Organogenesis Inc. have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying consolidated financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position, results of operations and changes in cash flows for the periods presented. The results of operations for the six months ended June 30, 2000 are not necessarily indicative of the results to be expected for the year ending December 31, 2000.

These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Form 10-K for the year ended December 31, 1999 as filed with the Securities and Exchange Commission.

Certain reclassifications have been made to the prior period financial statements to conform to the current presentation.

2. Revenue Recognition

Research and development support revenue under a collaborative agreement with Novartis Pharma AG ("Novartis") is recognized as related expenses are incurred or contractual obligations are met and is not refundable. Revenue from Apligraf sales is recognized upon shipment or, in certain cases, after fulfillment of firm purchase orders in accordance with the Manufacturing and Supply Agreement with Novartis and when risk of ownership passes to the buyer and we have no performance obligations. Other product revenues are recognized upon shipment. Royalty revenue is recorded as earned. Grant revenue is recognized to the extent of allowable costs incurred. Deferred revenue arises from the difference between cash received and revenue recognized in accordance with these policies.

SEC Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" (SAB 101), was issued in December 1999 and summarizes certain of the Staff's views in applying generally accepted accounting principles to revenue recognition in financial statements. The application of the guidance in SAB 101, as amended by SAB No. 101B, will be required during the quarter ended December 31, 2000. The effects of applying this guidance, if any, will be reported as a cumulative effect adjustment resulting from a change in accounting principle. Our evaluation of SAB 101 is not yet complete.

3. Net Loss Per Common Share

Net loss per common share (basic and diluted) is based on the weighted average number of common shares outstanding during each period. Potentially dilutive securities at June 30, 2000 include: stock options outstanding to purchase 4,047,068 common shares; warrants to purchase 900,000 common shares; and debt convertible into 1,913,349 common shares; however, such securities have not been included in the net loss per common share calculation because their effect would be anti-dilutive.

4. Inventory

Inventory is stated at the lower of cost or market, cost being standard cost, which approximates the first-in, first-out method of accounting. Inventory, at net realizable value, consisted of the following (in thousands):

	December 31, 1999	June 30, 2000
	(unaudited)	
Raw materials	$ 348	$ 425
Work in process	558	438
	$ 906	$ 863

5. Receivable from Related Party

Receivable from related party consisted of amounts due on product sales to Novartis and funding of certain programs by Novartis.

6. Accrued Expenses

Accrued expenses consisted of the following (in thousands):

	December 31, 1999	June 30, 2000
	(unaudited)	
Compensation and employee benefits	$1,402	$1,233
Professional services	825	493
Accrued interest	361	404
Other	850	615
	$3,438	$2,745

7. Term Loan Agreement

In November of 1999, we entered into a $5,000,000 term loan agreement with a commercial bank to finance the purchase of certain equipment, leasehold improvements and other items. Borrowings under the term loan are collateralized by a security interest in the items financed. The agreement provides repayment of the principal amount of the loan in 12 equal quarterly installments commencing December 29, 2000, with final payment due on September 30, 2003. The loan bears interest at a fluctuating rate per annum that is equal to the prime rate in effect from time to time, or we may elect that all or any portion of any term loan be made as a LIBOR loan with an interest period of one month, two months, three months or six months with the interest rate being equal to LIBOR plus an applicable margin (175 to 225 basis points). We are required to comply with certain covenants relating to our outstanding term loans, involving limitations on future indebtedness, dividends and investments, and to maintain certain financial covenants pertaining to liquidity, capital base, and debt service coverage (or, alternatively, maintaining a minimum unencumbered cash balance). We are in compliance with these covenants at June 30, 2000. At June 30, 2000, we had an outstanding balance of $4,728,000 against this term loan. The weighted average interest rate paid during this period was 8.61%. The current portion of this term loan is $1,182,000 at June 30, 2000.

8. Series C Redeemable Convertible Preferred Stock

At December 31, 1999, we had 62 shares of Series C redeemable convertible preferred stock outstanding. In March 2000, we redeemed for cash all outstanding shares of Series C redeemable convertible preferred stock for $6,180,000.

9. Commitments

Construction-in-Progress

At June 30, 2000, we had approximately $5,171,000 in construction in progress relating to expansion of our main facility. Additionally, we have committed approximately $500,000 for further build-out.

Grants

In November 1999, we received notice of grants to support two research projects: (1) $2,000,000 grant under the Advanced Technology Program of the National Institute for Standards and Technology ("NIST") to help support development of an effective liver assist device prototype, which we have received $184,000 and expect to receive the remaining amount over the period through December 2001; and (2) $100,000 grant under the Small Business Innovation Research Program of the National Institutes of Health to support development of a vascular graft, which was fully received as of June 30, 2000. Both of these grants require that the United States federal government can access for its own purposes technology developed using the funding. A product developed based on the funding from the NIST grant must be manufactured substantially in the United States. In addition, we are subject to regular audit and reporting requirements. We have recorded other income of $290,000 and $474,000 for the three and six months ended June 30, 2000 relating to these research grants.

10. Collaborative Agreement

The collaborative agreement with Novartis provides us with up to $40,000,000 in equity investments and nonrefundable research, development and milestone support payments, of which $31,750,000 has been received to date, all of which are non refundable. The remaining payments are based upon achievement of specified events. In March 2000, we received $5,000,000 from Novartis, which represented a support payment received in advance of achievement of a milestone related to the diabetic foot ulcer indication. In June 2000, we recognized research and development support revenue of $5,000,000 when achievement of the milestone was met upon FDA approval of Apligraf for use in diabetic foot ulcers. Under the agreement, we supply Novartis' global requirements for Apligraf and receive revenue consisting of a per unit manufacturing payment and royalties on product sales.

11. Common Stock Issuance

On February 14, 2000, the Securities and Exchange Commission declared effective a shelf registration for the placement of up to 3,000,000 shares of common stock with an aggregate offering price not to exceed $50,000,000. In February 2000, we completed a private placement of 788,925 shares of common stock at $14.00 per share under this shelf registration yielding net proceeds of approximately $10,755,000. In March 2000, we completed a private placement of 300,000 shares of common stock at $17.25 per share under this shelf registration yielding proceeds of approximately $5,175,000.

In April 2000, we issued 44,035 shares of common stock for payment of interest on our long-term convertible debt.

During the six months ended June 30, 2000, we issued 2,419,069 shares of common stock for the exercise of employee stock options, yielding proceeds of approximately $10,990,000.

12. Accounting Pronouncements

In March 2000, the Financial Accounting Standard Board issued FASB Interpretation No. 44, "Accounting for Certain Transactions Involving Stock Compensation - an interpretation of APB Opinion No. 25" ("FIN 44"). FIN 44 clarifies the application of APB Opinion No. 25 and among other issues clarifies the following: the definition of an employee for purposes of applying APB Opinion No. 25; the criteria for determining whether a plan qualifies as a noncompensatory plan; the accounting consequence of various modifications to the terms of previously fixed stock options or awards; and the accounting for an exchange of stock compensation awards in a business combination. FIN 44 is effective July 1, 2000, but certain conclusions in FIN 44 cover specific events that occurred after either December 15, 1998 or January 12, 2000. The Company does not expect the application of FIN 44 to have a material impact on the Company's financial position or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Form 10-Q contains forward-looking statements that involve risks and uncertainties. Forward-looking statements include information on:

- Our business outlook and future financial performance;
- Anticipated profitability, revenues, expenses and capital expenditures;
- Future funding and expectations as to any future events; and
- Other statements that are not historical fact and are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties.

Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we can give no assurance that such plans, intentions or expectations will be achieved. When considering such forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this Form 10-Q and in other publicly available filings with the SEC, such as our Annual Report on Form 10-K for the year ended December 31, 1999. The risk and other factors noted throughout this Form 10-Q could cause our actual results to differ materially from the results contained in any forward-looking statements.

In Management's Discussion and Analysis ("MD&A"), we explain the general financial condition and results of operations for Organogenesis Inc. As you read this MD&A, referring to our consolidated financial statements contained in Item 1 of this Form 10-Q may be helpful. Results of operations may vary significantly from quarter to quarter depending on, among other factors, the progress of our research and development efforts, the receipt of milestone and research and development support payments, if any, from Novartis, product revenues, manufacturing costs, the timing of certain expenses and the establishment of additional collaborative agreements, if any.

Overview of Organogenesis Inc.

Organogenesis Inc. - a tissue engineering firm - designs, develops and manufactures medical products containing living cells and/or natural connective tissue. Our product development program includes living tissue replacements, cell-based organ assist devices and other tissue-engineered products. Our lead product, Apligraf(R) skin substitute, was launched in the United States in June 1998 by Novartis Pharma AG ("Novartis"). Novartis has global Apligraf marketing rights. Our strategy is to commercialize products either by ourselves or through partners with an established marketing presence.

OUR LEAD PRODUCT, APLIGRAF(R)

Apligraf is the only product containing living human cells to prove efficacy and gain FDA PMA marketing approval. In 1998, Apligraf was approved and launched for use in the treatment of venous leg ulcers. In June 2000, Apligraf gained approval for a second indication - use in diabetic foot ulcers - and was launched for this purpose in July 2000. Apligraf is also available in some international markets, including Canada and Switzerland.

A pivotal trial is underway to assess whether use of Apligraf to treat wounds due to skin cancer surgery reduces post-surgical scarring. Data on Apligraf in other applications, including donor site wounds, burns and epidermolysis bullosa (a genetic skin disorder), are published or in press.

Apligraf(R) is a registered trademark of Novartis.

OUR PIPELINE

Our pipeline includes our Vitrix(TM) living dermal replacement product, now in pilot human clinical trials; our vascular graft program, currently in animal studies; and our liver assist device program, currently in research. Our portfolio also includes potential licensing opportunities such as the GraftPatch(TM) soft tissue reinforcement product, TestSkin(TM) II in vitro testing product and our cell-culture derived conditioned medium product.

RESULTS OF OPERATIONS

We are currently at low volume production as Apligraf has, to date, shown a gradual ramp-up in sales. We expect production costs to exceed product sales for the near term due to start-up expenses and the high costs associated with low volume production. We expect production volume to increase due to progress being made in gaining Medicare coverage for Apligraf and its recent FDA approval for use in diabetic foot ulcers.

REVENUES

Total revenues were $6,418,000 and $7,502,000 for the three and six months ended June 30, 2000, compared to $938,000 and $1,618,000 for the same periods in 1999. Revenues for the three and six months ended June 30, 2000, include recognition of $5,000,000 for achievement of a milestone related to the diabetic foot ulcer indication received under the collaborative agreement with Novartis (See "Notes to Consolidated Financial Statements"). Product sales to related party and others increased to $685,000 and $1,331,000 for the three and six months ended June 30, 2000, compared to $506,000 and $825,000 for the same periods in 1999, due to increased unit sales of Apligraf to Novartis. We expect Apligraf commercial sales to continue to increase. Other income increased to $344,000 and $595,000 for the three and six months ended June 30, 2000, compared to $118,000 and 286,000 for the same periods in 1999, mainly due to funding received under research grants.

COSTS AND EXPENSES

Cost of product sales: Cost of product sales was $1,243,000 and $2,434,000 for the three and six months ended June 30, 2000, compared to $1,126,000 and $1,730,000 for the same periods in 1999, due to increased unit sales of Apligraf to Novartis. Cost of product sales includes the direct costs to manufacture and package Apligraf and an allocation of our production related indirect costs. Cost of product sales continues to exceed product sales due to the high costs associated with low volume production. We expect production volume to increase and our margins to improve. We expect to continue to expand production operations during 2000.

Research and development: Research and development expenses ("R&D") consist of costs associated with research, development, clinical and operations support. These expenses increased to $4,682,000 and $9,000,000 for the three and six months ended June 30, 2000, compared to $4,442,000 and $8,931,000 for the same periods in 1999. This change is due to an increase in operations support start-up costs related to Apligraf commercialization, offset by a decrease in R&D related expenses primarily due to decreased costs to support sponsored research programs and publication studies and also a decrease in clinical related costs due to completion of the Apligraf diabetic ulcer pivotal trial. Quality systems and operations support expenses were $2,486,000 and $4,514,000 for the three and six months ended June 30, 2000, compared to $1,942,000 and $3,911,000 for the same periods in 1999.

General and administrative expenses: General and administrative expenses ("G&A") include the costs of our corporate, finance, information technology and human resource functions. G&A expenses increased to $2,072,000 and $3,854,000 for the three and six months ended June 30, 2000, compared to $1,654,000 and $3,168,000 for the same periods in 1999. The increase is primarily due to higher personnel costs, occupancy costs and increased professional service fees. We expect the growth in G&A expenses to increase at a slower rate during 2000 than in 1999.

Interest expense-net: Interest expense, net of capitalized interest, increased to $468,000 and $947,000 for the three and six months ended June 30, 2000, compared to $405,000 for the same periods in 1999, due to the issuance of convertible debentures in March 1999 and entering into a term loan in November 1999.

NET LOSS

As a result of the net effect described above, we incurred a net loss of $2,047,000 or $(0.06) per share (basic and diluted), and $8,733,000, or $(0.27) per share (basic and diluted), for the three and six months ended June 30, 2000, respectively, compared to $7,589,000, or $(0.25) per share (basic and diluted), and $13,516,000, or $(0.44) per share (basic and diluted), for the comparable 1999 periods.

Capital Resources and Liquidity

FUNDS USED IN OPERATIONS

At June 30, 2000, we had cash, cash equivalents and investments in the aggregate amount of $22,366,000 and working capital of $20,327,000, compared to $12,439,000 and $2,981,000, respectively, at December 31, 1999. Cash equivalents consist of money market funds, which are highly liquid and have original maturities of less than three months. Investments consist of securities that have an A or A1 rating or better with a maximum maturity of two years. Cash used in operating activities was $8,935,000 for the six months ended June 30, 2000, compared to $12,645,000 for the same period in 1999, primarily for financing our ongoing research, development and manufacturing operations, offset by cash received from Novartis in 2000 for achievement of a milestone related to the diabetic foot ulcer indication.

CAPITAL SPENDING

Capital expenditures were $1,878,000 and $3,690,000 during the six months ended June 30, 2000 and 1999, respectively, primarily related to the further build-out of existing facilities to support Apligraf manufacturing, as well as the acquisition of equipment for research and development programs and manufacturing. We will continue to utilize funds during 2000 to expand our existing facility in the areas of Apligraf manufacturing, quality systems labs, and packaging.

NOVARTIS SUPPORT

In March 2000, we received $5,000,000 from Novartis, which represented a support payment received in advance of achievement of a milestone related to the diabetic foot ulcer indication. In June 2000, we recognized research and development support revenue of $5,000,000 when achievement of the milestone was met upon FDA approval of Apligraf for use in diabetic foot ulcers.

FINANCING

From inception, we have financed our operations substantially through private and public placements of equity securities, as well as receipt of research support and contract revenues, interest income from investments, sale of products and receipt of royalties. During the six months ended June 30, 2000, financing activities provided cash of $20,740,000 primarily from the sale of common stock that generated net proceeds of $15,930,000 and the exercise of stock options that generated $10,990,000, partially offset by the redemption of Series C redeemable convertible preferred stock in cash for $6,180,000. Financing activities provided cash of $18,895,000 for the six months ended June 30, 1999 primarily from the sale of five-year convertible debentures and warrants to purchase common stock that generated gross proceeds of $20,000,000 and the exercise of stock options that generated $218,000.

LIQUIDITY

Based upon current plans, we believe that proceeds received from common stock issued in the first quarter of 2000, together with existing working capital and future funds from Novartis, including product and royalty revenue, will be sufficient to finance operations into 2001. However, this statement is forward-looking and changes may occur that would significantly decrease available cash before such time. Factors that may change our cash requirements include:

- Timing of regulatory approvals of products in different countries and subsequent timing of product launches;
- Delays in commercial acceptance and reimbursement when product launches occur;
- Changes in the progress of research and development programs; and
- Changes in the resources devoted to outside research collaborations or projects, self-funded projects, proprietary manufacturing methods and advanced technologies.

Any of these events could adversely impact our capital resources, requiring us to raise additional funds. Management believes that additional funds may be available through equity or debt financing, strategic alliances with corporate partners, capital lease arrangements, or other sources of financing in the future. There can be no assurances that these funds will be available when required on terms acceptable to us, if at all. If adequate funds are not available when needed, we would need to delay, scale back or eliminate certain research and development programs or license to third parties certain products or technologies that we would otherwise undertake ourselves, resulting in a potential material adverse effect on our financial condition and results of operations.

ADDITIONAL CAUTIONARY CONSIDERATIONS

We are subject to risks common to entities in the biotechnology industry, including, but not limited to, the following uncertainties:

- Market acceptance of our products, and successful marketing and selling of Apligraf by Novartis;
- Manufacture and sale of products in sufficient volume to realize a satisfactory margin;
- Adequate third-party reimbursement for products;
- FDA approval of Apligraf for other indications and successful registrations of Apligraf outside the United States;
- Development by competitors of new technologies or products that are more effective than ours;
- Protection of proprietary technology through patents;
- Ability to recover the investment in property and equipment;
- Dependence on and retention of key personnel;
- Compliance with FDA regulations and similar foreign regulatory bodies;
- Risk of failure of clinical trials for future indications of Apligraf and other products;
- Availability of additional capital on acceptable terms, if at all;
- Continued availability of raw material for products; and
- Availability of sufficient product liability insurance.

PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

We held our Annual Meeting for Stockholders on May 22, 2000. At the meeting, Messrs. Richard S. Cresse, Albert Erani, David A. Gardner, Philip M. Laughlin, Bernard A. Marden, Bjorn R. Olsen, Ms. Marguerite A. Piret and Anton E. Schrafl, were re-elected as Directors and Messrs. James J. Apostolakis and Glenn Nussdorf were newly elected as Directors. The vote with respect to each nominee is set forth below:

	Votes For	Votes Against
Mr. Apostolakis	29,471,957	1,399,609
Mr. Cresse	29,610,946	1,260,620
Mr. Erani	27,387,460	3,484,106
Mr. Gardner	29,614,323	1,257,243
Mr. Laughlin	30,496,987	374,579
Mr. Marden	29,600,136	1,271,430
Mr. Nussdorf	29,614,823	1,256,743
Dr. Olsen	29,608,982	1,262,584
Ms. Piret	29,614,292	1,257,274
Dr. Schrafl	30,501,354	370,212

In addition, the stockholders authorized the ratification of the selection by the Board of Directors of PricewaterhouseCoopers LLP as our independent accountants for the 2000 fiscal year; by a vote of 29,597,855 shares for, 1,246,022 shares against and 27,689 shares abstaining.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

27 Financial Data Schedule (filed with electronic submission only)

(b) No current reports on Form 8-K were filed during the quarter ended June 30, 2000.

ORGANOGENESIS INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Organogenesis Inc.
(Registrant)

Date: August 14, 2000

/S/ Philip M. Laughlin

Philip M. Laughlin, President
and Chief Executive Officer
(Principal Executive Officer)

Date: August 14, 2000

/S/ John J. Arcari

John J. Arcari, Vice President, Finance and
Administration, Chief Financial Officer
(Principal Financial and Accounting Officer)